

**REVOCATION
AND
GENERAL POWER OF ATTORNEY**

Commissioner for Patents
P.O. Box 1450
Alexandria, VA 22313-1450

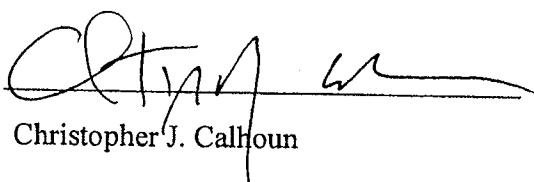
Dear Sir:

The undersigned is an empowered representative of the Assignee and hereby appoints the registrants of Knobbe, Martens, Olson & Bear, LLP, **Customer No. 20,995**, as attorneys and agents to represent the Assignee before the United States Patent and Trademark Office (USPTO) in connection with any and all patent applications assigned to the Assignee according to the USPTO assignment records or assignment documents supplied with an accompanying Statement Under 37 CFR § 3.73(b). This appointment is to be to the exclusion of the inventor(s) and his attorney(s) in accordance with the provisions of 37 CFR § 3.71.

Submission of this paper in connection with any matter of the below named assignee, together with a statement under 37 CFR 3.73(b), shall serve to revoke any previous powers of attorney in that matter. A Statement Under 37 CFR § 3.73(b), signed by a registrant of Knobbe, Martens, Olson & Bear, LLP, is attached setting forth a full chain of title for the subject application owned by the Assignee named below. The attached documentation establishes that Cytori Therapeutics, Inc. is the exclusive owner of the subject application, originally assigned to Macropore Biosurgery, Inc.

Please recognize or change the correspondence address for the application identified in the attached Statement to **Customer No. 20,995**.

By:



Date: March 1, 2007

Name: Christopher J. Calhoun

Title: Chief Executive Officer

Assignee: CYTORI THERAPEUTICS, INC.
3020 Callan Road

Address: San Diego, CA 92121

STATEMENT UNDER 37 CFR § 3.73(b)
and
CHANGE OF CORRESPONDENCE ADDRESS

Applicant : Fraser, et al.
App. No. : 10/614,392
Filed : July 7, 2003
For : SYSTEMS AND METHODS FOR TREATING PATIENTS WITH
PROCESSED LIPOASPIRATE CELLS
Examiner : Leon B. Lankford, Jr.
Group Art Unit : 1651

Commissioner for Patents
P.O. Box 1450
Alexandria, VA 22313-1450

Dear Sir:

This document is being filed with a copy of a "Revocation and General Power of Attorney" signed by the Assignee and sets forth the chain of title of the above-identified application.

Please recognize or change the correspondence address for the above-identified application to **Customer No. 20,995**.

Cytori Therapeutics, Inc., a Delaware corporation, is the Assignee of the entire right, title, and interest of the above-referenced application by virtue of:

A chain of title, in reverse order, from the inventor(s) to the current Assignee as shown by the following documents:

1. The attached copy of the Certificate of Ownership and Merger merging Cytori Therapeutics, Inc. into Macropore Biosurgery, Inc. which is being forwarded to the Recordation Branch concurrently under separate cover.
2. Assignment from John K. Fraser and Marc H. Hedrick to Macropore Biosurgery, Inc. recorded in the United States Patent and Trademark Office on June 10, 2005, at Reel 016685, and Frame 0375.

Appl. No. : 10/614,392
Filed : July 7, 2003

Docket No. CYTH.002DV2
Customer No. 20,995

The undersigned is an agent of Customer Number 20995 and is authorized to act on behalf of the assignee as provided in the attached copy of the "Revocation and Power of Attorney." All correspondence is to be directed to **Customer No. 20,995**.

Respectfully submitted,

KNOBBE, MARTENS, OLSON & BEAR, LLP

Dated: 6/21/07

By: 

Eric S. Furman, Ph.D.
Registration No. 45,664
Attorney of Record
Customer No. 20,995
(619) 235-8550

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**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
CYTORI THERAPEUTICS, INC.
(a Delaware Corporation)
INTO
MACROPORE BIOSURGERY, INC.
(a Delaware Corporation)**

**(PURSUANT TO SECTION 253 OF THE DELAWARE
GENERAL CORPORATION LAW)**

MacroPore Biosurgery, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), does hereby certify:

1. The Company was incorporated on May 16, 1997 pursuant to the Delaware General Corporation Law.
2. The Company is the owner of all of the outstanding shares of each class of capital stock of Cytori Therapeutics, Inc., a Delaware corporation ("Subsidiary").
3. The Company, by the following recital and resolutions adopted on June 28, 2005 by the Board of Directors of the Company, determined to merge Subsidiary into the Company:

WHEREAS, the Board of Directors of the Company deems it to be advisable and in the best interests of the Company and its stockholders that the Company merge into itself its wholly-owned subsidiary, Cytori Therapeutics, Inc. ("Subsidiary"), and assume all of Subsidiary's liabilities and obligations;

NOW, THEREFORE, BE IT RESOLVED that Subsidiary shall be merged into the Company and the Company shall thereby assume all of Subsidiary's liabilities and obligations; and via such merger the corporate name of the Company shall, as authorized by Delaware General Corporation Law Section 253(b), be changed to Cytori Therapeutics, Inc. effective upon the effective date of such merger.

RESOLVED FURTHER, that, in accordance with the Delaware General Corporation Law, the Chief Executive Officer of the Company is hereby authorized to execute and acknowledge a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge Subsidiary into the

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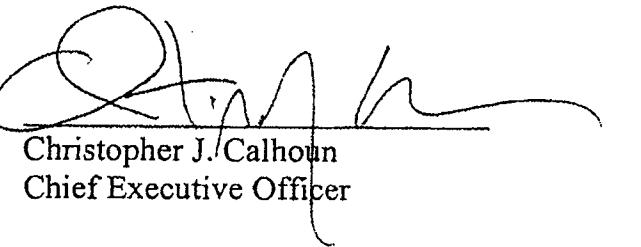
Company and to assume Subsidiary's liabilities and obligations (and to change the surviving corporation's name) and the date of adoption thereof and to file on July 11, 2005 such Certificate of Ownership and Merger with the Delaware Secretary of State and, if required, to record such certificate in the office of the recorder of each county in which the registered office of the Company or Subsidiary is located.

RESOLVED FURTHER, that the proper officers of the Company are hereby authorized to take such other actions and sign such other documents as may be necessary or appropriate to carry out the intent of the foregoing resolutions, and all prior actions taken in connection therewith are hereby confirmed, ratified and approved.

Executed on July 11, 2005

MACROPORE BIOSURGERY, INC.

By:


Christopher J. Calhoun
Chief Executive Officer

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